## AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions and listings of claims in the application. Listing of claims:

1. (Currently Amended) A compound of Formula (I)

$$\mathbb{R}^{2} \bigvee_{\substack{N^{1} \\ R^{1}}}^{\mathbb{Z}} \bigvee_{N}^{\mathbb{N}^{1}} \mathbb{R}^{5}$$

their enantiomers, diastercomers, and pharmaceutically acceptable salts, prodrugs-and solvates thereof, wherein:

R1 is hydrogen or alkyl;

# R2 is

W is O or S:

Y<sup>1</sup> is -NHT<sup>15</sup> or OT<sup>10</sup>;

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Y<sup>2</sup> and Y<sup>3</sup> are independently hydrogen, halo, OT<sup>10</sup>, haloalkyl, or alkyl;
Y<sup>4</sup> is optionally substituted heteroaryl, evano, C(O),T<sup>10</sup> or S(O),NT<sup>14</sup>T<sup>15</sup>:
Y5 is alkyl. NHT15 or OT10:
Z is -NR<sup>3</sup>R<sup>4</sup>, -NR<sup>3</sup>SO<sub>2</sub>R<sup>6</sup>, OR<sup>4</sup>, SR<sup>4</sup>, haloalkyl or halogen:
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I1 is O or S:

J2 is optionally substituted C2alkylene;

R<sup>3</sup> and R<sup>4</sup> are independently H, alkyl, alkenyl, aryl, (aryl)alkyl, heteroaryl, (heteroaryl)alkyl, cycloalkyl, (cycloalkyl)alkyl, heterocyclo or (heterocyclo)alkyl, any of which may be optionally independently substituted where valance allows with one to three groups T4, T5 and/or T6:

or R<sup>3</sup> and R<sup>4</sup> may be taken together with the nitrogen atom to which they are attached to form a heterocyclo or heteroaryl ring, either of which is optionally independently substituted where valance allows with one to three groups independently selected from T4, T5 and/or T6;

R<sup>5</sup> is

- H. cvano, alkyl, alkenyl, alkynyl, cycloalkyl, (cycloalkyl)alkyl, aryl, (aryl)alkyl, (i) heterocyclo, (heterocyclo)alkyl, heteroaryl or (heteroaryl)alkyl, any of which may be independently substituted where valance allows with one to three groups T7, T8 and/or T9: or
- $-C(O)_{1}R^{7}$ ,  $-C(O)-C(O)-C(O)OR^{7}$  or  $-SO_{2}R^{8}$ ; (ii)

R<sup>6</sup> is alkyl, alkenyl, aryl, (aryl)alkyl, heteroaryl, (heteroaryl)alkyl, cycloalkyl, (cycloalkyl)alkyl, heterocyclo, or (heterocyclo)alkyl, any of which may be optionally independently substituted where valance allows with one to three groups T4, T5 and/or T6;

R7 is

- (i) H. alkyl, alkenyl, heterocyclo, (heterocyclo)alkyl, (hydroxy)alkyl, (alkoxy)alkyl, (aryloxy)alkyl, heteroaryl, aryl or (aryl)alkyl, any of which may be optionally independently substituted where valance allows with one to three groups T7, T8 and/or T9: or
- -NR9R10 or (NR9R10)alkyl: (ii)

R8 is

- (i) alkyl, alkenyl, heterocyclo, (heterocyclo)alkyl, (hydroxy)alkyl, (alkoxy)alkyl, (aryloxy)alkyl, heteroaryl, aryl or (aryl)alkyl, any of which may be optionally independently substituted where valance allows with one to three groups T<sup>7</sup>, T<sup>8</sup> and/or T<sup>9</sup>: or
- (ii) -NR<sup>9</sup>R<sup>10</sup> or (NR<sup>9</sup>R<sup>10</sup>)alkyl;
- R° and R¹0 are independently H, alkyl, alkenyl, aryl, (aryl)alkyl, heteroaryl, (heteroaryl)alkyl, cycloalkyl, (cycloalkyl)alkyl, heterocyclo or (heterocyclo)alkyl, any of which may be optionally independently substituted where valance allows with one to three groups T<sup>7</sup>, T<sup>8</sup> and/or T°;

# $\underline{T^1}$ , $\underline{T^2}$ , $\underline{T^3}$ , $\underline{T^4}$ , $\underline{T^5}$ , $\underline{T^6}$ , $\underline{T^7}$ , $\underline{T^8}$ and $\underline{T^9}$ $\underline{T^4}$ - $\underline{T^9}$ are each independently

 $T^{12}$ -N( $T^{11}$ )- $T^{13}$ -N $T^{14}T^{15}$ , or  $-T^{12}$ -N( $T^{16}$ )- $T^{13}$ -H;

- (i) alkyl, (hydroxy)alkyl, (alkoxy)alkyl, alkenyl, alkynyl, cycloalkyl, (cycloalkyl)alkyl, cycloalkenyl, (cycloalkenyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocycyleo)alkyl, heteroaryl or (heteroaryl)alkyl, any of which may be optionally independently substituted by one or more groups selected from alkyl, (hydroxy)alkyl, halo, cyano, nitro, OH, oxo, (alkoxy)alkyl, alkenyl, alkynyl, cycloalkyl, (cycloalkyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl or (heteroaryl)alkyl,  $-OT^{10}$ , -SH,  $-ST^{10}$ ,  $-C(O)_1H$ ,  $-C(O)_1H$ ,  $-C(O)_1T^{10}$ ,  $-O-C(O)T^{10}$ ,  $-T^{12}$ -N( $T^{11}$ )- $T^{13}$ -N $T^{14}$ T15,  $-T^{12}$ -N( $T^{10}$ )- $T^{13}$ -N $T^{14}$ T15,  $-T^{12}$ -N( $T^{10}$ )- $T^{13}$ -N $T^{14}$ T15,  $-T^{12}$ -N( $T^{10}$ )- $T^{10}$ -N $T^{10}$ -NT
- t is 1 or 2;
- T<sup>10</sup> is alkyl, (hydroxy)alkyl, (alkoxy)alkyl, alkenyl, alkynyl, cycloalkyl, (cycloalkyl)alkyl, cycloalkenyl, (cycloalkenyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl or (heteroaryl)alkyl;
- $$\begin{split} T^{12} \text{ and } T^{13} \text{ are each independently a single bond, } -T^{17}\text{-S}(O)_t -T^{18}\text{-}, -T^{17}\text{-C}(O)\text{-}T^{18}\text{-}, -T^{17}\text{-C}(S)\text{-}T^{18}\text{-}, -T^{17}\text{-}C(S)\text{-}T^{18}\text{-}, -T^{17}\text{-}C(O)\text{-}T^{18}\text{-}, -T^{17}\text{-}C(O)\text{-}T^{1$$
- $T^{11},\,T^{14},\,T^{15},\,T^{16}$  and  $T^{19}$  are each independently

- (i) hydrogen, alkyl, (hydroxy)alkyl, (alkoxy)alkyl, alkenyl, alkynyl, cycloalkyl, (cycloalkyl)alkyl, cycloalkenyl, (cycloalkenyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl or (heteroaryl)alkyl, any of which may be optionally independently substituted where valence permits by one or more groups selected from alkyl, (hydroxy)alkyl, halo, cyano, nitro, OH, oxo, (alkoxy)alkyl, alkenyl, alkynyl, cycloalkyl, (cycloalkyl)alkyl, cycloalkenyl, (cycloalkenyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl, (heteroaryl)alkyl, —SH, —ST<sup>22</sup>, —C(O)<sub>1</sub>H, —C(O)<sub>1</sub>T<sup>22</sup>, —O-C(O)T<sup>22</sup> and -S(O)<sub>1</sub>T<sup>22</sup>; or
- (ii) halo, cyano, nitro, OH, oxo, -SH, amino, -OT<sup>22</sup>, -ST<sup>22</sup>, -C(O)<sub>t</sub>H, -C(O)<sub>t</sub>T<sup>22</sup>, -O-C(O)T<sup>22</sup>, -SO<sub>2</sub>H, or -S(O)T<sup>22</sup>; or
- (iii) T<sup>14</sup> and T<sup>15</sup> may together be alkylene or alkenylene, completing a 3- to 8-membered saturated or unsaturated ring together with the atoms to which they are attached, which ring is substituted with one or more groups listed in the description of T<sup>20</sup>; or
- (iv) T<sup>14</sup> or T<sup>15</sup>, together with T<sup>11</sup>, may be alkylene or alkenylene completing a 3- to 8-membered saturated or unsaturated ring together with the nitrogen atoms to which they are attached, which ring is substituted with one or more groups listed in the description of T<sup>20</sup>; or
- (v) T<sup>14</sup> and T<sup>15</sup> or T<sup>11</sup> and T<sup>16</sup> together with the nitrogen atom to which they are attached may combine to form a group -N=CT<sup>20</sup>T<sup>21</sup>;

 $T^{17}$  and  $T^{18}$  are each independently a single bond, alkylene, alkenylene or alkynylene;  $T^{20}$  and  $T^{21}$  are each

(i) independently hydrogen, alkyl, (hydroxy)alkyl, (alkoxy)alkyl, alkenyl, alkynyl, cycloalkyl, (cycloalkyl)alkyl, cycloalkenyl, (cycloalkenyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyeclo)alkyl, heteroaryl or (heteroaryl)alkyl, any of which may be optionally independently substituted where valence permits by one or more groups selected from alkyl, (hydroxy)alkyl, halo, cyano, nitro, OH, oxo, (alkoxy)alkyl, alkenyl, alkynyl, cycloalkyl, (cycloalkyl)alkyl, cycloalkenyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl, (heteroaryl)alkyl, —SH, —ST<sup>22</sup>, —C(O)H, -C(O)T<sup>22</sup>, O-C(O)T<sup>22</sup> and -S(O)T<sup>22</sup>; or

(ii) halo, cyano, nitro, OH, oxo, -SH, amino,  $-OT^{22}$ ,  $-ST^{22}$ ,  $-C(O)_tH$ ,  $-C(O)_tT^{22}$ ,  $-O-C(O)T^{22}$ ,  $-SO_3H$ , or  $-S(O)_tT^{22}$ ; and

T<sup>22</sup> is alkyl, (hydroxy)alkyl, (alkoxy)alkyl, alkenyl, alkynyl, cycloalkyl, (cycloalkyl)alkyl, cycloalkenyl, (cycloalkenyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl or (heteroaryl)alkyl.

#### 2. - 3. (Canceled)

4. (Currently Amended) A compound of claim [[3]]L, their enantiomers, diastereomers, and pharmaceutically acceptable salts, and solvates thereof, wherein:

R2 is

Wis O or S:

 $Y^1$  is -NHT $^{15}$  or OT $^{10}$ ; and

Y2 is alkyl or haloalkyl.

- 5. (Canceled)
- 6. (Currently Amended) A compound of Formula (Ia)

their enantiomers, diastereomers, and pharmaceutically acceptable salts, and solvates thereof, wherein:

W is O or S;

 $Y^1$  is -NHT<sup>15</sup> or OT<sup>10</sup>;  $Y^2$  is alkyl or haloalkyl; Z is -NR<sup>3</sup>R<sup>4</sup>, -NHCH<sub>2</sub>CH<sub>2</sub>NHC(O)CH<sub>3</sub>, or halogen;  $J^1$  is O;

J2 is optionally substituted C2 alkylene;

- R<sup>3</sup> and R<sup>4</sup> are independently H, alkyl, alkenyl, aryl, (aryl)alkyl, heteroaryl, (heteroaryl)alkyl, cycloalkyl, (cycloalkyl)alkyl, heterocyclo or (heterocyclo)alkyl, any of which may be optionally independently substituted where valance allows with one to three groups T<sup>4</sup>, T<sup>5</sup> and/or T<sup>6</sup>.
- or  $R^3$  and  $R^4$  may be taken together with the nitrogen atom to which they are attached to form a heterocyclo or heteroaryl ring, either of which is optionally independently substituted where valance allows with one to three groups independently selected from  $T^4$ ,  $T^5$  and/or  $T^6$ ;

R5 is

- (i) H, cyano, alkyl, alkenyl, alkynyl, cycloalkyl, (cycloalkyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl or (heteroaryl)alkyl, any of which may be independently substituted where valance allows with one to three groups T<sup>7</sup>, T<sup>8</sup> and/or T<sup>9</sup>: or
- (ii) -C(O)<sub>t</sub>R<sup>7</sup>, -C(O)-C(O)-C(O)OR<sup>7</sup> or -SO<sub>2</sub>R<sup>8</sup>;
- R<sup>6</sup> is alkyl, alkenyl, aryl, (aryl)alkyl, heteroaryl, (heteroaryl)alkyl, cycloalkyl, (cycloalkyl)alkyl, heterocyclo or (heterocyclo)alkyl, any of which may be optionally independently substituted where valance allows with one to three groups T<sup>4</sup>, T<sup>5</sup> and/or T<sup>6</sup>;

R7 is

- (i) H, alkyl, alkenyl, heterocyclo, (heterocyclo)alkyl, (hydroxy)alkyl, (aryloxy)alkyl, heteroaryl, aryl or (aryl)alkyl, any of which may be optionally independently substituted where valance allows with one to three groups T<sup>7</sup>, T<sup>8</sup> and/or T<sup>9</sup>; or
- (ii) -NR<sup>9</sup>R<sup>10</sup> or (NR<sup>9</sup>R<sup>10</sup>)alkyl;

R8 is

 alkyl, alkenyl, heterocyclo, (heterocyclo)alkyl, (hydroxy)alkyl, (alkoxy)alkyl, (aryloxy)alkyl, heteroaryl, aryl or (aryl)alkyl, any of which may be optionally independently substituted where valance allows with one to three groups  $T^7$ ,  $T^8$  and/or  $T^9$ ; or

(ii) -NR<sup>9</sup>R<sup>10</sup> or (NR<sup>9</sup>R<sup>10</sup>)alkyl;

R<sup>9</sup> and R<sup>10</sup> are independently H, alkyl, alkenyl, aryl, (aryl)alkyl, heteroaryl, (heteroaryl)alkyl, cycloalkyl, (cycloalkyl)alkyl, heterocyclo or (heterocyclo)alkyl, any of which may be optionally independently substituted where valance allows with one to three groups T<sup>7</sup>, T<sup>8</sup> and/or T<sup>9</sup>:

# $\underline{T^1}$ , $\underline{T^2}$ , $\underline{T^3}$ , $\underline{T^4}$ , $\underline{T^5}$ , $\underline{T^6}$ , $\underline{T^7}$ , $\underline{T^8}$ and $\underline{T^9}$ $\underline{T^4}$ - $\underline{T^9}$ are each independently

- (i) alkyl, (hydroxy)alkyl, (alkoxy)alkyl, alkenyl, alkynyl, cycloalkyl, (cycloalkyl)alkyl, cycloalkenyl, (cycloalkenyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocycle][[c]]o)alkyl, heteroaryl or (heteroaryl)alkyl, any of which may be optionally independently substituted by one or more groups selected from alkyl, (hydroxy)alkyl, halo, cyano, nitro, OH, oxo, (alkoxy)alkyl, alkenyl, alkynyl, cycloalkyl, (cycloalkyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl or (heteroaryl)alkyl, -OT<sup>10</sup>, -SH, -ST<sup>10</sup>, -C(O),H, -C(O),T<sup>10</sup>, -O-C(O)T<sup>10</sup>, -T<sup>17</sup>C(O),N(T<sup>11</sup>)T<sup>10</sup>[[-]], -SO<sub>3</sub>H, -S(O),T<sup>10</sup>, -S(O),N(T<sup>11</sup>)T<sup>10</sup>[[-]], -T<sup>12</sup>-NT<sup>14</sup>T<sup>15</sup>, -T<sup>12</sup>-N(T<sup>11</sup>)-T<sup>13</sup>-NT<sup>14</sup>T<sup>15</sup>, and -T<sup>12</sup>-N(T<sup>10</sup>)-T<sup>13</sup>-H;
- (ii) halo, cyano, nitro, OH, oxo, -SH, amino, -OT<sup>10</sup>, -ST<sup>10</sup>, -C(O)<sub>1</sub>H, -C(O)<sub>1</sub>T<sup>10</sup>, -O-C(O)<sub>1</sub>T<sup>10</sup>, -T<sup>17</sup>C(O)<sub>1</sub>N(T<sup>11</sup>)T<sup>10</sup>[[-]], -SO<sub>3</sub>H, -S(O)<sub>1</sub>T<sup>10</sup>, -S(O)<sub>1</sub>N(T<sup>11</sup>)T<sup>10</sup>[[-]], -T<sup>12</sup>-NT<sup>14</sup>T<sup>15</sup>, -T<sup>12</sup>-N(T<sup>11</sup>)-T<sup>13</sup>-NT<sup>14</sup>T<sup>15</sup>, or -T<sup>12</sup>-N(T<sup>16</sup>)-T<sup>13</sup>-H;

#### t is 1 or 2;

T<sup>10</sup> is alkyl, (hydroxy)alkyl, (alkoxy)alkyl, alkenyl, alkynyl, cycloalkyl, (cycloalkyl)alkyl, cycloalkenyl, (cycloalkenyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl or (heteroaryl)alkyl;

$$\begin{split} T^{12} \text{ and } T^{13} \text{ are each independently a single bond, } -T^{17}\text{-S}(O)\text{-}T^{18}\text{-}, -T^{17}\text{-}C(O)\text{-}T^{18}\text{-}, -T^{17}\text{-}C(S)\text{-}T^{18}\text{-}, -T^{18}\text{-}, -T^{17}\text{-}C(S)\text{-}T^{18}\text{-}, -T^{17}\text{-}C(O)\text{-}T^{18}\text{-}, -T^{17}\text{-$$

# $T^{11},\,T^{14},\,T^{15},\,T^{16}$ and $T^{19}$ are each independently

 hydrogen, alkyl, (hydroxy)alkyl, (alkoxy)alkyl, alkenyl, alkynyl, cycloalkyl, (cycloalkyl)alkyl, cycloalkenyl, (cycloalkenyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl or (heteroaryl)alkyl, any of which may be optionally independently substituted where valence permits by one or more groups selected from alkyl, (hydroxy)alkyl, halo, cyano, nitro, OH, oxo, (alkoxy)alkyl, alkenyl, alkynyl, cycloalkyl, (cycloalkyl)alkyl, cycloalkenyl, (cycloalkenyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl, (heteroaryl)alkyl, —SH, —ST<sup>22</sup>, —C(O),H, —C(O),T<sup>22</sup>—O-C(O),T<sup>22</sup> and —S(O),T<sup>22</sup> or

- (ii) halo, cyano, nitro, OH, oxo, -SH, amino, -OT<sup>22</sup>, -ST<sup>22</sup>, -C(O)<sub>t</sub>H, -C(O)<sub>t</sub>T<sup>22</sup>, -O-C(O)<sub>t</sub>T<sup>22</sup>, -SO<sub>3</sub>H, or -S(O)<sub>t</sub>T<sup>22</sup> or -S(O)<sub>t</sub>N(T<sup>1</sup>)T<sup>22</sup>; or
- (iii) T<sup>14</sup> and T<sup>15</sup> may together be alkylene or alkenylene, completing a 3- to 8-membered saturated or unsaturated ring together with the atoms to which they are attached, which ring is substituted with one or more groups listed in the description of T<sup>20</sup>; or
- (iv) T<sup>14</sup> or T<sup>15</sup>, together with T<sup>11</sup>, may be alkylene or alkenylene completing a 3- to 8-membered saturated or unsaturated ring together with the nitrogen atoms to which they are attached, which ring is substituted with one or more groups listed in the description of T<sup>20</sup>, or
- T<sup>14</sup> and T<sup>15</sup> or T<sup>11</sup> and T<sup>16</sup> together with the nitrogen atom to which they are attached may combine to form a group -N=CT<sup>20</sup>T<sup>21</sup>;

 $T^{17}$  and  $T^{18}$  are each independently a single bond, alkylene, alkenylene or alkynylene;  $T^{20}$  and  $T^{21}$  are each

- (i) independently hydrogen, alkyl, (hydroxy)alkyl, (alkoxy)alkyl, alkenyl, alkynyl, cycloalkyl, (cycloalkyl)alkyl, cycloalkenyl, (cycloalkenyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocycl[c]]o)alkyl, heteroaryl or (heteroaryl)alkyl, any of which may be optionally independently substituted where valence permits by one or more groups selected from alkyl, (hydroxy)alkyl, halo, cyano, nitro, OH, oxo, (alkoxy)alkyl, alkenyl, alkynyl, cycloalkyl, (cycloalkyl)alkyl, cycloalkenyl, (cycloalkenyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl, (heteroaryl)alkyl, —SH, —ST<sup>22</sup>, —C(O)<sub>1</sub>H, —C(O)<sub>1</sub>T<sup>22</sup>, —O-C(O)T<sup>22</sup> and -S(O)<sub>1</sub>T<sup>22</sup>; or
- (ii) halo, cyano, nitro, OH, oxo, -SH, amino, -OT<sup>22</sup>, -ST<sup>22</sup>, -C(O)<sub>1</sub>H, -C(O)<sub>1</sub>T<sup>22</sup>, -O-C(O)T<sup>22</sup>, -SO<sub>3</sub>H, or -S(O)<sub>1</sub>T<sup>22</sup> or S(O)<sub>1</sub>N/T<sup>11</sup>)T<sup>22</sup>; and

- T<sup>22</sup> is alkyl, (hydroxy)alkyl, (alkoxy)alkyl, alkenyl, alkynyl, cycloalkyl, (cycloalkyl)alkyl, cycloalkenyl, (cycloalkenyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl or (heteroaryl)alkyl.
- 7. (Previously Presented) A compound of claim 6, their enantiomers, diastercomers, and pharmaceutically acceptable salts, and solvates thereof, wherein Z is selected from:

- 11 -

8. (Currently Amended) A compound of claim 6, their enantiomers, diastereomers, and pharmaceutically acceptable salts, and solvates thereof, wherein  $R^5$  is selected from:

## 9. (Previously Presented) A compound of claim 1 having Formula (II)

their enantiomers, diastereomers, and pharmaceutically acceptable salts, and solvates thereof, wherein:

Q is O or S; and

 $X^1$ ,  $X^2$ ,  $X^3$  and  $X^4$  are

- (i) independently chosen from hydrogen, T<sup>10</sup>, OT<sup>10</sup> and NT<sup>14</sup>T<sup>15</sup>; or
- (ii)  $X^1$  and  $X^2$  or  $X^3$  and  $X^4$  may be taken together to be a carbonyl group.

- (Previously Presented) A compound of claim 9, their enantiomers, diastereomers, and pharmaceutically acceptable salts, and solvates thereof, wherein O is O.
  - 11. 14. (Canceled)
- (Previously Presented) A pharmaceutical composition comprising at least one compound of claim 1 and a pharmaceutically acceptable carrier or diluent.
- (Currently Amended) The- A pharmaceutical composition of claim 15-comprising a
  pharmaceutically acceptable carrier or diluent and at least one compound selected from:
  - 2-[8-(4-Methanesulfonyl-benzyl)-4-(3-oxo-piperazin-1-yl)-6,7-dihydro-pyrimido[5,4-b][1,4]oxazin-2-ylamino]-4-methyl-thiazole-5-carboxylic acid ethyl ester;
    - 4-Methyl-2-[4-morpholin-4-yl-8-(3,4,5-trimethoxy-benzyl)-6,7-dihydro-pyrimido[5,4-b][1,4]oxazin-2-ylaminol-thiazole-5-carboxylic acid ethyl ester:
    - 4-Methyl-2-[4-morpholin-4-yl-8-(4-sulfamoyl-benzyl)-6,7-dihydro-pyrimido[5,4-b][1,4]oxazin-2-ylamino]-thiazole-5-carboxylic acid ethyl ester;
    - 2-[4-(4-Hydroxy-piperidin-1-yl)-8-(4-sulfamoyl-benzyl)-6,7-dihydro-pyrimido[5,4-b][1.4]oxazin-2-ylamino]-4-methyl-thiazole-5-carboxylic acid ethyl ester;
    - 4-Methyl-2-[4-(3-oxo-piperazin-1-yl)-8-(4-sulfamoyl-benzyl)-6,7-dihydropyrimido[5,4-b][1,4]oxazin-2-ylamino]-thiazole-5-carboxylic acid ethyl ester:
    - 2-[8-(4-Methanesulfonyl-benzyl)-4-morpholin-4-yl-6,7-dihydro-pyrimido[5,4
      - b][1,4]oxazin-2-ylamino]-4-methyl-thiazole-5-carboxylic acid ethyl ester; and
    - 2-[4-(4-Hydroxy-piperidin-1-yl)-8-(4-methanesulfonyl-benzyl)-6,7-dihydropyrimido[5,4-b][1,4] oxazin-2-ylamino]-4-methyl-thiazole-5-carboxylic acid ethyl ester; or
- (ii) the enantiomers, diastercomers, and pharmaceutically acceptable salts, and solvates of each of (i).
  - 17. 19 (Canceled).

20. (Previously Presented) A method of treating a leukocyte activation-associated disorder which comprises administering an effective amount of at least one compound of claim 1, 6, or 21 wherein said disorder is transplant rejection, graph verses host disease, rheumatoid arthritis, multiple selerosis, juvenile diabetes, asthma, inflammatory bowel disease, ischemic or reperfusion injury, cell proliferation, or psoriasis.

### 21. (Previously Presented) A compound selected from

- (i) 2-[8-(4-Methanesulfonyl-benzyl)-4-(3-oxo-piperazin-1-yl)-6,7-dihydro-pyrimido[5,4-b][1,4]oxazin-2-ylamino]-4-methyl-thiazole-5-carboxylic acid ethyl ester;
  - 4-Methyl-2-[4-morpholin-4-yl-8-(3,4,5-trimethoxy-benzyl)-6,7-dihydro-pyrimido[5,4-b][1.4]oxazin-2-ylaminol-thiazole-5-carboxylic acid ethyl ester:
  - 4-Methyl-2-[4-morpholin-4-yl-8-(4-sulfamoyl-benzyl)-6,7-dihydro-pyrimido[5,4-b][1,4]oxazin-2-ylamino]-thiazole-5-carboxylic acid ethyl ester;
  - 2-[4-(4-Hydroxy-piperidin-1-yl)-8-(4-sulfamoyl-benzyl)-6,7-dihydro-pyrimido[5,4-b][1,4|oxazin-2-ylamino]-4-methyl-thiazole-5-carboxylic acid ethyl ester:
  - 4-Methyl-2-[4-(3-oxo-piperazin-1-yl)-8-(4-sulfamoyl-benzyl)-6,7-dihydropyrimido[5,4-b][1,4]oxazin-2-ylamino]-thiazole-5-carboxylic acid ethyl ester;
  - 2-[8-(4-Methanesulfonyl-benzyl)-4-morpholin-4-yl-6,7-dihydro-pyrimido[5,4-b][1,4]oxazin-2-ylamino]-4-methyl-thiazole-5-carboxylic acid ethyl ester; and
  - 2-[4-(4-Hydroxy-piperidin-1-yl)-8-(4-methanesulfonyl-benzyl)-6,7-dihydro-pyrimido[5,4-b][1,4] oxazin-2-ylamino]-4-methyl-thiazole-5-carboxylic acid ethyl ester, or
- (ii) the enantiomers, diastercomers, and pharmaceutically acceptable salts, and solvates of each of (i).
  - 22. (Currently Amended) A compound of Formula (Ia)

their enantiomers, diastereomers, pharmaceutically acceptable salts, and solvates thereof, wherein:

W is O or S;

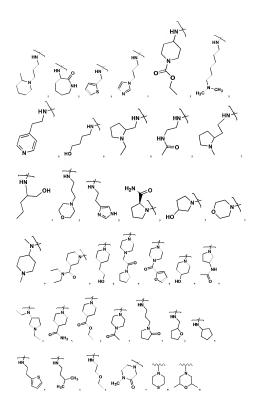
Y1 is -NHT15 or OT10;

Y2 is alkyl or haloalkyl;

J1 is O;

J<sup>2</sup> is optionally substituted C<sub>2</sub>alkylene;

Z is selected from:



## R5 is selected from:

- T<sup>10</sup> is alkyl, (hydroxy)alkyl, (alkoxy)alkyl, alkenyl, alkynyl, cycloalkyl, (cycloalkyl)alkyl, cycloalkenyl, (cycloalkenyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl, or (heteroaryl)alkyl;
- T<sup>15</sup> is (i) hydrogen, alkyl, (hydroxy)alkyl, (alkoxy)alkyl, alkenyl, alkynyl, cycloalkyl, (cycloalkyl)alkyl, cycloalkenyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl or (heteroaryl)alkyl, any of which may be optionally independently substituted where valence permits by one or more groups selected from alkyl,

(hydroxy)alkyl, halo, cyano, nitro, OH, oxo, (alkoxy)alkyl, alkenyl, alkynyl, cycloalkyl, (cycloalkyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl, (heteroaryl)alkyl, —SH, —ST<sup>22</sup>, —C(O)<sub>1</sub>H, -C(O)<sub>1</sub>T<sup>22</sup>, —O-C(O)T<sup>22</sup> and -S(O)<sub>1</sub>T<sup>22</sup>; or

(iii) halo, cyano, nitro, OH, oxo, -SH, amino, -OT<sup>22</sup>, -ST<sup>22</sup>, -C(O)<sub>1</sub>H, -C(O)<sub>1</sub>T<sup>22</sup>, -O-C(O)T<sup>22</sup>, -SO<sub>3</sub>H, or -S(O)<sub>1</sub>T<sup>22</sup>;

## t is 1 or 2; and

T<sup>22</sup> is alkyl, (hydroxy)alkyl, (alkoxy)alkyl, alkenyl, alkynyl, cycloalkyl, (cycloalkyl)alkyl, cycloalkenyl, (cycloalkenyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl, or (heteroaryl)alkyl.